

RULES OF THE IRISH HOSPITAL CONSULTANTS ASSOCIATION

(As amended by Special Resolution passed on 5 November 2025)

1. NAME AND PLACE OF BUSINESS

- (a) The name of the Association is the Irish Hospital Consultants Association (the “**Association**”).
- (b) The principal place of business of the Association shall be Heritage House, Dundrum Office Park, Dublin 14 or such other address as the National Council shall decide from time to time.

2. OBJECTS OF THE ASSOCIATION

The objects of the Association shall be:

- (a) to promote, encourage and support the advancement of the practise of medicine in all specialities and areas and the improvement of health services in Ireland;
- (b) to promote, protect and assist by all lawful means the rights and interests of medical and/or dental hospital consultants in Ireland;
- (c) to represent, express and give effect to the views and opinions of Members on matters affecting the professional interests of hospital Consultants and the organisation, administration and management of health services and generally in relation to medical and professional matters in Ireland;
- (d) to promote, support or oppose legislative or other measures affecting the rights and interests of hospital consultants and to petition the Oireachtas and public bodies and provide deputations on matters affecting such rights and interests and the organisation, administration and management of health services in relation to medical and professional matters in Ireland; and
- (e) to subscribe to and promote the aims and objects of any society or association having similar objects to all or any of the objects of the Association in Ireland or elsewhere in the world, to include entering into any agreements with them.

2A POWERS OF THE ASSOCIATION

The Association shall have the following powers:

- (a) to procure and compile information and statistics calculated to be useful to persons engaged in the provision of medical and health services and to publish such information and statistics in such a manner as may be deemed suitable;
- (b) to prepare, edit, publish and circulate such papers, books, journals or other literary matters as may seem conducive to the objects of the Association;
- (c) to purchase, hold, sell, manage, take on lease, mortgage, exchange, hire or otherwise acquire or dispose in the name of the sole corporate trustee of the Association with all or any part of any real or personal property or any rights or privileges which the Association may deem necessary or conducive to the promotion of its objects and to maintain, alter or construct any building or structure necessary or convenient for the work of the Association;

- (d) to borrow or raise any money as may be required by the Association for any of its purposes upon such terms as may be deemed desirable and to direct the sole corporate trustee of the Association to give such security as may be required in respect of the real or personal property rights or privileges of the Association;
- (e) to invest monies of the Association not immediately required for the objects of the Association in the name of the sole corporate trustee of the Association in authorised trustee investments;
- (f) to acquire, hold, sell, lease, mortgage, dispose of or otherwise deal with all or any of the property or properties of the Association;
- (g) to offer to its members in their capacity as practising clinicians such assistance as the National Council may in its absolute discretion deem appropriate in an attempt to resolve:
 - (i) disputes between (a) Members acting in their capacity as clinical practitioners and/or clinical managers and (b) employers; and
 - (ii) disputes between Members acting in their capacity as clinical practitioners and Members acting in their capacity as clinical practitioners;
- (h) to employ such persons and retain the services of such persons, companies or corporations as are necessary to give effect to the foregoing objects; and
- (i) to do all such other lawful things as may be incidental to or conducive to the attainment of the objects of the Association.

3. MEMBERSHIP

The following persons shall be eligible for admission to Membership of the Association:

- (aa) a person who is currently registered on the Irish Medical Register or Irish Dental Register and who is:
 - (i) a Hospital Consultant who shall have subscribed to and paid in full the annual membership fee to the Association at the date of adoption of these Rules; or
 - (ii) a Hospital Consultant who has, or who is eligible for, a Consultant appointment in the Health Service Executive or a voluntary hospital; or
 - (iii) Consultant Orthodontists and Consultant Oral Surgeon in public hospital practice;

OR

- (ab) a person who is a Consultant Clinical Biochemist who holds a PhD Degree (in biochemistry) of a recognised university or the MRC Path or a qualification in clinical biochemistry equivalent to either of these and who has eight years post-graduate experience/training including five years in clinical biochemistry;

OR

- (ac) a person who is a Life Member appointed by the National Council pursuant to Rule 3(f) below.
- (b) In addition to the above, no person shall be eligible for membership of the Association unless he or she is either registered on, or eligible to be registered on, the Specialist Division of the Register of Medical Practitioners or the Register of Medical Specialists in each case as maintained by the Medical

Council of Ireland or the Register of Dental Specialists as maintained by the Dental Council of Ireland save for the following groups of persons who are exempt from this requirement:

- (i) a person who is a Consultant Clinical Biochemist who holds a PhD Degree (in biochemistry) of a recognised university or the MRC Path or a qualification in clinical biochemistry equivalent to either of these and who has eight years post-graduate experience/training including five years in clinical biochemistry; and/or
- (ii) existing fully paid-up Members who were accepted as Members prior to 5 November 2025.

(c) **Associate Members**

- (a) Medical practitioners who have not yet been appointed to a Consultant post and who meet the requirements outlined in this subsection shall be eligible to apply for Associate Membership of the Association. An Associate Member shall be required to:
 - (i) hold or have previously held enrolment on the Irish Medical Register or Irish Dental Register; and
 - (ii) have commenced in or completed the final two years of his or her specialist training; or
 - (iii) have received a Certificate of Satisfactory Completion of Specialist Training from an Irish Postgraduate Training Body.
- (b) An Associate Member shall be eligible to receive such advice, representation and other services from the Association as may be determined by the National Council at its absolute and sole discretion from time to time. The National Council shall determine the annual membership fee, if any, to be charged for Associate Membership and the nature of voting rights, if any, attached to such membership.
- (c) A person shall cease to be an Associate Member with immediate effect upon the happening of any of the following:
 - (i) upon that Associate Member's resignation in writing; or
 - (ii) upon that Associate Member's death or bankruptcy; or
 - (iii) upon that Associate Member's failure to pay the annual membership fee, if any, for the time being in force to the Association in the manner prescribed by the National Council; or
 - (iv) upon that Associate Member's expulsion pursuant to Rule 5 hereof; or
 - (v) upon a decision by the National Council to cease that Associate Member's Associate Membership for such reason or reasons as it may at its absolute and sole discretion consider appropriate.
- (d) The procedure for the expulsion of an Associate Member shall operate in accordance with Rule 5 save that an Associate Member shall not have any voting rights.
- (e) For the avoidance of doubt, with the exception of Rule 5 as referenced in subparagraph (d) above and Rule 11(a), all other references in these Rules to a Member shall be read and construed as a reference to a Member other than an Associate Member.
- (f) **Life Members**

The amount of an annual membership fee and the manner of payment thereof for Hospital Consultants who shall have ceased clinical practice and who shall have reached retirement age (as determined in each case in accordance with the public sector criteria applicable to him/her) shall be

determined from time to time by the National Council. The National Council shall have power to grant such Members who have ceased clinical practice and who shall have reached retirement age as aforesaid and who have been Members for each of the five years immediately prior to reach such retirement as aforesaid life membership upon payment of such fee at such intervals as the National Council may in its discretion determine.

General

- (g) No person shall be deemed to be a Member, Life Member or Associate Member or shall be entitled to exercise or receive any of the benefits or privileges of membership (including the right to be present and vote at any general meeting of the Association) unless and until he or she shall have paid in full the annual membership fee as determined from time to time by the National Council in such manner and at such times as is determined by the National Council. The National Council shall from time to time in its absolute discretion set the amount and manner of payment of the annual membership fee to be paid by Members, Associate Members and Life Members to the Association. Each annual membership fee shall be in respect of a 12-month period and shall be payable in each year.
- (h) No person shall be admitted as a Member, Associate Member or Life Member unless he or she is first approved by the National Council and the National Council shall have full and absolute discretion as to the admission of any person to Membership of the Association. All queries regarding eligibility for membership of the Association shall be referred to the Membership and Remuneration Committee for consideration who shall make recommendations on such matters to the National Council.

4. Termination of Membership

A person shall cease to be a Member (and to be eligible for any benefits of membership) with immediate effect upon the happening of any of the following events:

- (a) upon that Member's resignation in writing; or
- (b) upon that Member's death or bankruptcy; or
- (c) upon failure by that Member to pay the annual membership fee for the time being in force to the Association in the manner prescribed by the National Council; or
- (d) upon that Member's removal for whatever reason from the Irish Medical Register or the Irish Dental Register; or
- (e) upon that Member's expulsion pursuant to Rule 5 hereof; or
- (f) upon that Member ceasing to qualify for Membership of the Association pursuant to Rule 3 or life membership referred to in Rule 3(f) of these Rules.

5. EXPULSION

- (a) Subject to Rule 5(b), the Association may, in general meeting, expel a Member from the Association if in the opinion of a majority comprising not less than two thirds of the Members present and voting such Member shall be deemed to be an unfit or unsuitable person to be a member of the Association by reason or on account of his or her failure to observe any of the Regulations of the Association or of his or her having acted or behaved or omitted to act or behave in any respect deemed to be detrimental to the interests of the medical/dental profession or the Association or calculated to bring the medical/dental profession or the Association into disrepute.
- (b) Such Member shall be given not less than fourteen days clear notice of such meeting and shall be entitled to be present thereat either in person or represented by his or her legal advisors and to be heard at any such meeting.

- (c) Subject to the approval of not less than two thirds of the Members present and voting at the meeting, a sanction less severe than expulsion (and to include suspension from membership for such period as may be thought fit) may be imposed by the Association in such general meeting.
- (d) A Member to be expelled or otherwise dealt with in accordance with the foregoing provisions of this Rule shall forfeit all claims to the return of any monies paid by him or her to the Association whether for annual membership fee or otherwise howsoever.

6. GENERAL MEETINGS

- (a) The Association shall in each year hold an AGM in addition to any other meetings in that year and shall specify the meeting as such in the notices convening it. Not more than sixteen months shall elapse between the date of one AGM and the date of the next.
- (b) The AGM shall be held at such time and at such place in the Republic of Ireland as the National Council shall appoint.
- (c) All general meetings other than the AGM shall be called extraordinary general meetings.
- (d) A general meeting of the Association may be held either in full or in part by electronic communications.
- (e) The National Council may, whenever it thinks, fit, convene an extraordinary general meeting and an extraordinary general meeting must be convened on a requisition in writing signed by not less than fifty Members of the Association.

7. NOTICE OF GENERAL MEETINGS

- (a) All general meetings shall be called by twenty-one days' notice in writing at the least except in the case of emergency when the National Council may convene an extraordinary general meeting on giving not less than three working days' notice in writing. The notice shall be exclusive of the day on which it is served or deemed to be served and shall specify the place, day and the hour of the meeting and, in the case of special business, the general nature of that business.
- (b) The accidental omission to give notice of a general meeting or the non-receipt of notice of a general meeting by any person entitled to receive such notice shall not invalidate the proceedings at that general meeting.

8. PROCEEDINGS AT GENERAL MEETINGS

- (a) All business shall be deemed special that is transacted at an extraordinary general meeting and also all that is transacted at an AGM with the exception of the following matters which shall be deemed to be the ordinary business of the Annual General Meeting, namely the consideration of the accounts of the Association, the balance sheet and respective reports of the National Council and the auditors, the re-appointment of the Auditors, the review of the Association's affairs and (at every second AGM) the installation of the newly elected members of the National Council.
- (b) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business; save as herein otherwise specifically provided, twenty-five members present in person shall be a quorum.

- (c) If within half an hour from the time appointed for the general meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the National Council may decide and if at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the Members present shall be a quorum.
- (d) The President of the Association shall preside as chairperson at every general meeting of the Association. If he or she is not present within thirty minutes after the time appointed for the holding of the meeting or has given prior notice of his or her inability to attend, one of the Vice Presidents of the Association present at the meeting shall preside and if there being none of these present or if they are unable to agree as to which of them shall preside at that meeting, any member of the National Council of the Association present at such meeting shall be deemed to be chairperson of the meeting.
- (e) If at any general meeting of the Association no member of the National Council is willing to act as chairperson or if no member of the National Council is present within thirty minutes after the time appointed for the holding of the general meeting, the Members present shall choose one of their number to be chairperson of the meeting.
- (f) The chairperson may with the consent of any general meeting at which a quorum is present (and shall, if so directed by the general meeting) adjourn the general meeting from time to time and from place to place but no business shall be transacted at any adjourned general meeting other than the business left unfinished at the general meeting from which the adjournment took place. When a general meeting is adjourned for thirty days or more, notice of the adjourned general meeting shall be given as in the case of the original general meeting. Save as aforesaid, it shall not be necessary to give any notice of any adjournment or of the business to be transacted at an adjourned general meeting.
- (g) At any general meeting, a resolution put to vote of the General Meeting shall be decided on a show of hands or by electronic count unless a poll by ballot is (before or on the declaration of the result of the show of hands) demanded:
 - (i) by the chairperson of the general meeting; or
 - (ii) by at least five Members present in person.

Unless a poll by ballot is so demanded, a declaration by the chairperson of the meeting that a resolution has, on a show of hands been carried or carried unanimously or by a particular majority or lost, and an entry to that effect in the records containing the minutes of meetings of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

- (h) The demand for a poll by ballot may be withdrawn.
- (i) Where there is an equality of votes, whether on a show of hands or on a poll by ballot, the chairperson of the general meeting at which the show of hands takes place or at which the poll by ballot is demanded shall be entitled to a second or casting vote.
- (j) A poll by ballot demanded on the election of a chairperson, or on a question of adjournment shall be taken immediately. A poll by ballot demanded on any other question shall be taken at such time as the chairperson of the general meeting directs; and any business other than

that upon which a poll by ballot has been demanded or which is related to the outcome of the poll by ballot may be proceeded with pending the taking of the poll by ballot.

9. VOTES OF MEMBERS

- (a) Every Member shall have one vote.
- (b) No Member shall be entitled to attend or vote at any general meeting unless all annual membership fees and other sums payable by him or her (including any special levy set by the National Council and approved by the Members in General Meeting pursuant to Rule 14(i)(iii)) to the Association shall have been paid in full.
- (c) No objection shall be raised to the qualification of any voter except at the general meeting or adjourned general meeting at which the vote objected to is given or tendered and every vote not disallowed at such general meeting shall be valid for all purposes exercised at such general meeting. Any such objection made in due time shall be referred to the chairperson of the general meeting whose decision shall be final and conclusive.
- (d) Votes shall be given personally and votes or attendances by proxy will not be permitted.

10. THE NATIONAL COUNCIL

- (a) In the period from the 2024 elections until the 2030 elections the National Council shall consist of not more than thirty members of whom not more than twenty five shall be elected in accordance with Rule 11 and of whom not more than five shall be appointed in accordance with Rule 12 and they shall hold office as members of the National Council for a term of four consecutive years from appointment. With effect from the 2030 elections, the National Council shall consist of not more than fifteen members of whom not more than twelve members shall be elected in accordance with Rule 11 and of whom not more than three shall be appointed in accordance with Rule 12 and they shall hold office as members of the National Council for a term of four consecutive years. So far as it may be practicable in the circumstances, the National Council shall in its membership be representative of the regions and the specialities hereinafter provided in Rules 11 and 12 subject always to the obligation to ensure that one of the members of the National Council appointed pursuant to Rule 12(b) is a Life Member.
- (b) Members of the National Council shall not be paid any travelling, hotel or other expenses incurred by them in attending meetings of the National Council or any committee of the National Council or in connection with the business of the Association within Ireland. Expenses incurred by National Council members or members of the Association in connection with the business of the Association outside of Ireland may be reimbursed by specific decision of the National Council.
- (c) Notwithstanding the provisions of Rule 10(b) the National Council may in its sole discretion pay an annual honorarium of not more than €57,000 to the President for the time being of the Association.

11. ELECTION TO THE NATIONAL COUNCIL

- (a) Candidates for election to the National Council shall be Members (other than Life Members and Associate Members) and shall be nominated in writing by two Members.
- (b) Subject to the provisions of Rule 11(a) and Rule 12(b), candidates shall be elected by a single transferrable vote system of voting (as such system shall be determined from time to time by

the National Council) by a majority vote of all Members whose current annual membership fees and any other sums payable to the Association are paid in full to represent on the National Council the regions in which they respectively hold their principal hospital appointments as follows:

- (i) **HSE DUBLIN AND NORTH EAST** (whose functional area shall coincide with the HSE Dublin and North East health region as the same is defined and exists in November 2025 notwithstanding any subsequent alteration to its functional area or title) – two Members.
- (ii) **HSE DUBLIN AND SOUTH EAST** (whose functional area shall coincide with the HSE Dublin and South East health region as the same is defined and exists in November 2025 notwithstanding any subsequent alteration to its functional area or title) – two Members.
- (iii) **HSE DUBLIN AND MIDLANDS** (whose functional area shall coincide with the HSE Dublin and Midlands health region as the same is defined and exists in November 2025 notwithstanding any subsequent alteration to its functional area or title) – two Members.
- (iv) **HSE WEST AND NORTH WEST** (whose functional area shall coincide with the HSE West and North West health region as the same is defined and exists in November 2025 notwithstanding any subsequent alteration to its functional area or title) – two Members.
- (v) **HSE MID WEST** (whose functional area shall coincide with the HSE Mid West health region as the same is defined and exists in November 2025 notwithstanding any subsequent alteration to its functional area or title) – two Members.
- (vi) **HSE SOUTH WEST** (whose functional area shall coincide with the HSE South West region as the same is defined and exists in November 2025 notwithstanding any subsequent alteration to its functional area or title) – two Members.

Members of the Association shall only be entitled to vote in elections of candidates for the regions in which the majority of hospitals in which such Members practise are situate.

- (c) The candidate (or candidates as the case may be) with the highest number of votes in each region shall be declared elected to represent such region on the National Council in accordance with the provisions of this Rule 11.
- (d) A Member or Members (whether elected or appointed or co-opted) who shall have served two consecutive terms as a member of the National Council shall not be eligible for appointment as a member of the National Council (whether by election, by appointment or by co-option) during the next following four-year period save that the National Council may in its absolute discretion extend the term of any member of the National Council who shall have served two consecutive terms as a member of the National Council for a further period of 12 months.
- (e) Notwithstanding that any member of the National Council shall during his or her term of office cease to retain the majority of his or her consultant posts within hospitals in the region for which he or she has been elected he or she shall continue in office but shall not be eligible for re-election for that region in the next ensuing election.

- (f) The President and Vice Presidents of the Association, together with the Chief Executive Officer (or such other person as the National Council shall appoint) and three Members of the Association (not being members of the National Council) who shall be nominated by the President, shall have charge of the election process and for this purpose shall meet from time to time as the Election Committee with power to draft regulations and settle the form of nomination and ballot papers and generally supervise the election and the Auditors for the time being of the Association shall be the scrutineers of the ballot. It shall be the responsibility of the scrutineers of the ballot to scrutinise the ballot papers received and to count the votes cast for candidates and to declare the result of the election. The decision of the scrutineers of the ballot in these matters shall be final and binding.
- (g) If in any of the regions the number of candidates duly nominated shall be equal to or less than the number of members of the National Council allocated to such region under these Rules, then the Election Committee shall declare such candidate or candidates duly elected.
- (h) The National Council shall fix the dates for the nomination of candidates in the forthcoming election of members of the National Council, for the posting of ballot papers to the members of the Association and for the date of the poll, all of which matters shall then be arranged by the Election Committee to be completed prior to the next following AGM.
- (i) The office of a National Council member shall be vacated:
 - (i) if such National Council member without the consent of a majority of all the members of the National Council holds an office or position of profit under the Association; or
 - (ii) if such National Council member is adjudged a bankrupt in the Republic of Ireland or in Northern Ireland or Great Britain or makes any arrangement or composition with his or her creditors generally; or
 - (iii) the health of such National Council member is such that he or she can no longer be reasonably regarded as possessing an adequate decision-making capacity; or
 - (iv) if such National Council member resigns his or her office by notice in writing to the Association; or
 - (v) if such National Council member is convicted of an indictable offence; or
 - (vi) if such National Council member resigns his or her membership of the Association or is expelled from membership pursuant to Rule 5 unless the National Council otherwise determines.
- (j) **Transition arrangements in period to 2030 elections**

Notwithstanding the provisions of Rule 11 and Rule 12, any member of the National Council whose first four year term is due to expire in 2026 shall be offered a co-option to the National Council for a further four year period. There shall be no obligation on any member to accept a co-option so offered. Furthermore, in circumstances where there are more than two members of the National Council in any given region who are due to complete their first or second term, as the case may be, in 2028, all such members shall be entitled to complete their respective terms. The foregoing transition arrangements shall operate: (a) notwithstanding the provisions of Rule 11(b) and that this may result in more than two representatives for any given region remaining on the National Council during the period commencing from the date of the 2026 election and ending on the date of the 2028 election; and/or (b) notwithstanding

that this may result in a number of co-options to the National Council during the period commencing from the date of the 2026 election and ending on the date of the 2030 election that exceeds the limit otherwise provided for in Rule 11(b). Consequently, the National Council may at its discretion suspend the requirements or limits outlined in Rule 11(b) for the purpose of accommodating National Council members who are in office as at the date of adoption of these Rules having regard to the completion of their respective terms or their expectations regarding the pursuit of a second term, save that requirements of Rule 11(b) shall be observed and implemented for the purpose of the 2030 election.

12. APPOINTMENT TO THE NATIONAL COUNCIL

- (a) The elected members of the National Council shall as soon as may be conveniently possible after their election meet to appoint not more than five Members (and with effect from the 2030 elections not more than three Members) to be appointed members of the National Council. In making such appointments, the elected members of the National Council shall secure (so far as it shall be practicable in the circumstances) representation on the National Council of members professionally engaged in the following specialties:
 - (i) Anaesthesia
 - (ii) Surgery
 - (iii) Obstetrics/Gynaecology
 - (iv) Paediatrics
 - (v) Psychiatry
 - (vi) Medicine
 - (vii) Radiology
 - (viii) Pathology
- (b) The elected members of the National Council shall, as soon as may be conveniently possible after their election, meet to appoint one Life Member of the Association to be an appointed member of the National Council.
- (c) In so far as is practicable each of the specialties specified in Rule 12(a) shall be represented by not less than one and not more than five members of the National Council whether elected under Rule 11 or appointed under this Rule 12.
- (d) Insofar as is practicable the National Council shall endeavour, but shall not be obliged, to ensure that at least one of the appointments made under Rule 12(a) relates to an Associate Member.
- (e) Elected and appointed members of the National Council shall be of equal status as members of the National Council.

13. OFFICERS OF THE ASSOCIATION

- (a) There shall be a President, not more than two Vice-Presidents, a Chair of the Membership and Remuneration Committee and an honorary Treasurer of the Association who shall be elected annually from amongst members of the National Council by majority vote. Such officers shall serve as the Officer Board. The President shall be drawn from amongst members of the Officer Board.

- (b) All decisions of the National Council shall be conducted by majority vote and in the event of a tie, the President or chairperson of the meeting, as the case may be, shall have a second or casting vote.
- (c) Notwithstanding the provisions of Rule 11(d) the National Council may in its absolute discretion extend the tenure of any or all of the officers as such and as a member of the National Council for a period of 12 months.

14. POWERS AND DUTIES OF THE NATIONAL COUNCIL

- (a) The business of the Association shall be managed by the National Council who shall exercise all such powers of the Association as are not by these Rules required to be exercised by the Association in general meeting subject nevertheless to these Rules and to such direction (being not inconsistent with these Rules) as may be given by the Association in general meeting but no direction given by the Association in general meeting shall invalidate any prior act of the National Council which would have been valid if that direction had not been given.
- (b) The National Council may appoint a Chief Executive Officer (or such other designated officer as it may in its absolute discretion decide) and all other officers and servants of the Association and the National Council shall have control over all of the officers and servants of the Association and shall have the power to fix such remuneration and other terms and conditions of employment as in its absolute discretion it deems fit and proper and may from time to time remove or dismiss any such officers or servants and appoint others in their place.
- (c) The National Council shall have power to delegate some or all of its functions in relation to the Association to such committee or committees nominated by the National Council and to the Chief Executive Officer or to such other officer or servants of the Association or to such regional committees as it deems fit and proper. The National Council shall have total discretion in relation to the composition of such Committees and shall have full discretion to appoint Members to such committees notwithstanding that such Members are not members of the National Council. All such committees shall operate under the control and discretion of the National Council. The members of a committee of the National Council may elect from among their number a chairperson of their meetings and determine the period for which she is to hold office. A committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and when there is an equality of votes, the chairperson of the meeting shall have a second vote (as a casting vote).
- (d) All cheques, promissory notes, drafts, bills of exchange and other negotiable instruments shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be by such persons, one of whom shall be a member of the National Council and in such manner as the National Council shall from time to time by resolution determine, provided however that all cheques and other debits in any amount not exceeding that sanctioned by the National Council from time to time may be signed by the Chief Executive Officer on his own authority. All receipts for money paid to the Association and all inter-bank transfers shall be signed made and authorised by the Chief Executive Officer. In addition, the National Council may from time to time authorise the Chief Executive Officer to sign and draw on his own authority and without the necessity for co-signature by a member of the National Council cheques, promissory notes, drafts, bills or exchange and other negotiable instruments up to such monetary limit as the National Council may determine from time to time.
- (e) The National Council shall cause minutes to be made of:

- (i) the names of the National Council members present at each meeting of the National Council and of any committee of the National Council; and
 - (ii) all Resolutions and proceedings at all Meetings of the Association and of the National Council and of Committees of the National Council.
- (f) The National Council may, from time to time, make regulations for any of the following objects and may alter or rescind any regulations so made, provided that no such regulation may be altered or rescinded by a subsequent National Council unless with the express consent of a majority of the members of such National Council:
 - (i) the manner of conducting the proceedings of meetings of the National Council;
 - (ii) the management and conduct of the business of the Association not specifically reserved to the members of the Association in general meetings; and
 - (iii) the management of all premises and property of the Association and the conduct of business and functions in any such premises and property.
- (g) The National Council shall have power at any time and from time to time, to co-opt any member of the Association to be a member of the National Council whether to fill a casual vacancy or to fill a vacancy arising by reason of the number of candidates in any region being less than the number of members of the National Council allocated to such region under the provisions of Rule 11(b) hereof but so that the total number of members of the National Council shall not exceed thirty (and with effect from the 2030 elections shall not exceed fifteen) and so that so far as it may be practicable in the circumstances, the provisions regarding Speciality Representation referred to in Rule 12(a) on the National Council are observed. Any member of the National Council so co-opted shall hold office until the next following election and shall then be eligible as a candidate at the next election following the member's first term of office but shall thereafter be subject however to the provisions of Rule 11(d).
- (h) The National Council may suspend any member of the National Council from acting as a member of the National Council provided that nine members of the National Council at least shall be present at the meeting at which such suspension shall be resolved upon and further provided that at least eight of those members present consent thereto and such suspension shall be effective for such period as the National Council may determine or until the next general meeting (whether an AGM or extraordinary general meeting), which meeting shall have power to remove from office the member so suspended or to do otherwise as the general meeting shall deem fit. The fact of the suspension shall be placed on the agenda for such general meeting.
- (i) The National Council shall not, without the approval of the Association in general meeting given by a majority of not less than two thirds of the Members present and voting:
 - (i) borrow in the name of and for the purposes of the Association monies in excess of a sum equivalent to 50% of the total annual membership fees received by the Association from Members during the preceding calendar year as certified by the auditors of the Association whose certificate in this regard shall be final and binding save for the case of manifest error, or;
 - (ii) sell or otherwise dispose of any property of the Association having a value in excess of €250,000.00; or

- (iii) raise any special levy from the Members of the Association over and above the annual membership payable by Members of the Association.

Subject to the restrictions contained in Rule 14(i)(i) and 14(i)(ii) above, the National Council shall have full power to direct the sole corporate trustee of the Association in relation to the sale, mortgage, lease, purchase or exchange of all property of the Association and of all property to be acquired in whatever manner by the Association. Notwithstanding the provisions of Rule 14(i)(iii) above, the National Council shall have sole discretion (without reference to the Members) to determine when special levies not paid by Members are no longer collectable and to forgive the failure by Members to pay such special levies. For the avoidance of doubt, special levies are not payable by Life Members.

15. PROCEEDINGS OF THE NATIONAL COUNCIL

- (a) The National Council may meet together for the despatch of business, adjourn and otherwise regulate their meetings as they think fit. Questions arising at any meeting shall be decided by a majority of votes. Where there is an equality of votes, the President or the person chairing the meeting under Rule 15(b) shall have a second or casting vote. Seven members of the National Council may (and the Chief Executive Officer on the requisition of such members shall) summon a meeting of the National Council.
- (b) The President of the Association shall preside as chairperson at meetings of the National Council. If he or she is not present within fifteen minutes after the appointed time or if he or she shall have given prior notice of his or her inability to attend, the Vice President present (or if both shall be present, the Vice President chosen by the meeting) shall preside as chairperson or if no Vice President shall be present then the meeting shall elect one of the members of the National Council present to preside as chairperson.
- (c) The quorum necessary for meetings of the National Council shall be six members of the National Council. For the purposes of these Rules the contemporaneous linking by telephone or other means of audio communication of a number of members of the National Council not less than the quorum shall be deemed to constitute a meeting of the National Council and all of the provisions of these Rules as to the meeting of the National Council shall apply to such meetings. Each of the National Council members taking part in the meeting must be able to hear each of the other National Council members taking part. At the commencement of the meeting each National Council member must acknowledge his or her presence. A National Council member shall not cease to take part in the meeting by disconnecting his or her telephone or other means of communication unless he or she has previously obtained the express consent of the chairperson of the meeting and a National Council member shall be presumed to have been present at all times during the meeting unless he or she has previously obtained the express consent of the chairperson of the meeting to leave the meeting as aforesaid. A minute of the proceedings of such meeting by telephone or other means of communication shall be sufficient evidence of such proceedings and of the observance of all necessary formalities.
- (d) Without prejudice to the foregoing, meetings of the National Council shall take place at such venue as the National Council may from time to time decide.

16. TRUSTEES

The assets, funds and property of the Association shall vest in a sole corporate trustee for the benefit of Members generally. Such Trustee shall be appointed by the National Council. The National Council shall have the power to remove such Trustee and appoint another corporate trustee in its place. The

National Council shall pay the proper charges and expenses of the sole corporate trustee. The National Council shall direct the sole corporate trustee as to the disposition of the funds and assets of the Association and as to their investment in any way that it considers conducive or incidental to the objects of the Association. No assets may be disposed of by the sole corporate trustee without the consent of the National Council.

17. ACCOUNTS

- (a) The National Council shall cause proper books/computerised accounts to be kept relating to:
 - (i) all monies received and expended by the Association and to the matters in respect of which the receipt and expenditure takes place;
 - (ii) all sales and purchases of goods by the Association; and
 - (iii) the assets and liabilities of the Association.

Proper books shall not be deemed to be kept if there are not kept such books of accounts as are necessary to give a true and fair view of the state of the Association's affairs and to explain its transactions.

- (b) The books of account shall be kept at the principal place of business of the Association or at such other place as the National Council thinks fit and shall at all reasonable times be open to inspection by the National Council or any member thereof.
- (c) The National Council shall, from time to time, determine whether and to what extent and at what times and places and under what conditions or regulations the accounts and books of the Association or any of them shall be open to the inspection by Members not being members of the National Council, and no Member (not being member of the National Council) shall have any right to inspect any account or book or document of the Association except as authorised by the National Council or by the Association in general meeting.
- (d) The National Council shall, from time to time cause to be prepared and to be laid before the AGM such profit and loss accounts, balance sheets and reports as give a true and fair view of the Association's finances.
- (e) A copy of every balance sheet which is to be laid before the Annual General Meeting of the Association together with a copy of the National Council's Report and Auditor's Report shall, not less than twenty-one days before the date of the Annual General Meeting, be sent to every Member.
- (e) The accounting year of the Association shall end on the 31st day of December each year.

18. AUDITORS

Auditors shall be appointed by the Members in general meeting.

19. STRIKES AND INDUSTRIAL ACTION

- (a) The provisions of this Rule 19 shall apply notwithstanding any other provision contained in these Rules.

- (b) In this Rule 19 the terms “strike” and “industrial action” shall have the same meaning as in the Industrial Relations Act 1990.
- (c) In this Rule 19 the term “Member” shall have the same meaning as in Rule 3 excluding Life Members.
- (d) The Association shall not organise, participate in, sanction or support a strike or other industrial action without a secret ballot, entitlement to vote in which shall be accorded equally to all Members whom it is reasonable at the time of the ballot to believe will be called upon to engage in the strike or other industrial action;
- (e) The Association shall take reasonable steps to ensure that every Member entitled to vote in the ballot votes without interference from, or constraint imposed by, the Association or any its members, officials or employees and so far as is reasonably possible, that such Members shall be given a fair opportunity of voting;
- (f) The National Council shall have full discretion in relation to organising, participating in, sanctioning or supporting a strike or other industrial action notwithstanding that the majority of those voting in the ballot, including an aggregate ballot referred to in paragraph (g) of this rule, favours such strike or other industrial action
- (g) The National Council shall not organise, participate in, sanction or support a strike or other industrial action against the wishes of the majority of the Members voting in a secret ballot, except where, in the case of ballots by more than one professional representative body¹, an aggregate majority of all the votes cast, favours such strike or other industrial action;
- (h) as soon as practicable after the conduct of a secret ballot the Association shall take reasonable steps to make known to its Members entitled to vote in the ballot:
 - (i) the number of ballot papers issued
 - (ii) the number of votes cast
 - (iii) the number of votes in favour of the proposal
 - (iv) the number of votes against the proposal, and;
 - (v) the number of spoilt votes
- (i) The rights conferred by the provision referred to in Section 19 are conferred on the members of the Association concerned and on no other person.
- (j) Nothing in this Rule 19 shall constitute an obstacle to negotiations for the settlement of a trade dispute nor the return to work by members party to the dispute.

20. AMENDMENTS TO THE RULES

The Association in general meeting by a majority of not less than two thirds of the Members present and voting may extend, amend or delete any part of the Rules for the time being in force. A copy of every proposed amendment to the Rules of the Association which is to be laid before a general meeting of the Association shall, not less than twenty-one days before the date of the general meeting, be sent to every member of the Association. Amendments to the Rules of the Association may either be accepted or rejected at the general meeting but may not be altered or amended from the floor of the General Meeting.

21. DISSOLUTION OF THE ASSOCIATION

- (a) The Association may be dissolved by resolution passed by a majority of not less than two thirds of the Members present and voting at an extraordinary general meeting.
- (b) If upon the dissolution of the Association, there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall be paid to or distributed among the Members or disposed of as decided upon by the meeting at which the resolution shall have been passed for the dissolution of the Association.

22. GENERAL

- (a) In these Rules the following capitalised terms shall have the following meanings unless the context requires otherwise:

“**AGM**” means an annual general meeting of the Association;

“**Associate Member**” means a person elected to associate membership pursuant to Rule 3(c), and having the rights, privileges and obligations provided for Associate Members as determined by the National Council from time to time;

“**Election Committee**” means the election sub-committee that shall have charge of the election process for the National Council as established in accordance with Rules 11(f) and 14(c);

“**Life Member**” means a life member appointed by the National Council pursuant to Rule 3(f);

“**Member**” means a member of the Association;

“**Membership and Remuneration Committee**” means a sub-committee of the National Council that shall oversee membership eligibility queries from members/prospective members and remuneration and governance related matters as established in accordance with Rule 14(c);

“**National Council**” means the national council of the Association formed pursuant to Rule 10;

“**President**” means the president of the Association elected in accordance with Rule 13;

“**Rules**” means rules of the Association for the time being and from time to time; and

“**Vice Presidents**” means vice presidents of the Association elected in accordance with Rule 13.

- (b) Words importing the singular number include the plural number, and vice versa.
- (c) Words referring to a gender include all genders.
- (d) Any headings or marginal notes which may be reproduced with these Rules do not form part of these Rules and shall have no bearing on the interpretation thereof.
- (e) Reference in these Rules to “in writing” shall include notices and accompanying documentation sent electronically via email or other electronic means (including being made available or displayed on a website) and for the avoidance of doubt, notices convening general meetings of the Association and documentation required under these Rules to accompany such notices may be served electronically and where so served shall be deemed to have been received by the recipient Member on the date and

time of sending unless a failure notice is received within 12 hours of the email or other electronic means being sent.